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Zimmerman  
& Miceli, P.A. ATTORNEYS AT LAW

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February 26, 1996

*Return To  
File PLSP*

Attorney's Title Insurance Fund, Inc.  
Leon Branch  
660 E. Jefferson St., Suite 200  
Tallahassee, FL 32301

000001730900  
-03/04/96--01075--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: HIGHLANDER AUDIO, INC.  
Articles of Incorporation

Dear Sirs:

I enclose herewith an original and one copy of the Articles of Incorporation of the above referenced corporation, together with a resident agent's certificate.

I also enclose checks in the sum of \$70.00 and \$10.00 to cover the following fees:

Filing Fee	\$ 35.00
Certificate of Resident Agent	<u>35.00</u>
	\$ 70.00
Rush Fee	\$ 10.00
Total Enclosed:	\$ 80.00

Thank you for your prompt attention in this matter.

Very truly yours,

*Lawrence G. Miceli/s,m*  
Lawrence G. Miceli

LGM/sim

enc.

RECEIVED  
MAR - 1 AM 10:31  
DIVISION OF CORPORATION

D. BROWN MAR - 4 1996

FILED  
96 MAR -4 AM 11:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be:

**HIGHLANDER AUDIO, INC.**

and the principal office of the Corporation shall be:

2325 NW 33rd Terrace  
Coconut Creek, FL 33066

ARTICLE II

NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
100	\$1.00	Common

ARTICLE IV

PREEMPTIVE RIGHTS

Each Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as to that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT

AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: RICHARD J. MOTHERWELL  
INITIAL REGISTERED OFFICE: 2325 NW 33rd Terrace  
Coconut Creek, FL 33066

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the Director(s) of this Corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. MOTHERWELL	2325 NW 33rd Terrace Coconut Creek, FL 33066

ARTICLE VII

INCORPORATOR

The name and address of each incorporator executing these Articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD J. MOTHERWELL	2325 NW 33rd Terrace Coconut Creek, FL 33066

ARTICLE VIII

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director to the fullest extent permitted by law.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

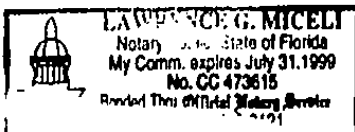
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of Feb., 1996.

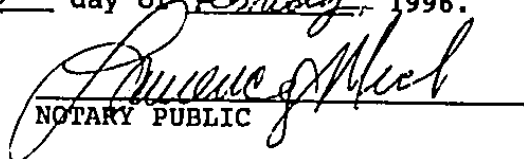
  
\_\_\_\_\_  
RICHARD J. MOTHERWELL  
Incorporator

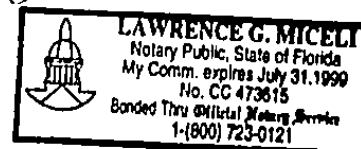
STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RICHARD J. MOTHERWELL, known to me or who did produce license as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 26 day of February, 1996.



  
\_\_\_\_\_  
NOTARY PUBLIC



FILED  
SG HR-4 APR 11 1968  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

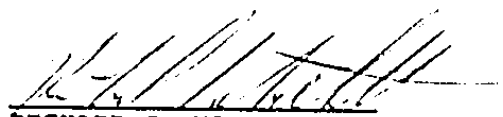
Pursuant to Fla. Stat. sec. 48.091, the following is submitted:

HIGHLANDER AUDIO, INC., desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation in the city of Coconut Creek, County of Broward, State of Florida, has named RICHARD J. MOTHERWELL located at 2325 NW 33rd Terrace, Coconut Creek, County of Broward, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGED:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office.

BY:



RICHARD J. MOTHERWELL  
Resident Agent